

**DENVER UNION STATION PROJECT AUTHORITY**

**MEETING OF THE BOARD OF DIRECTORS**

*August 20, 2009*

**MINUTES**

**BOARD MEMBERS PRESENT**

**BOARD MEMBERS ABSENT**

Elbra Wedgeworth

Marla Lien

Mario Carrera

Michael West

Peggy Catlin

Tom Gougeon

Don Hunt

Terry Howerter

Jennifer Schaufele

Judy Montero

Robin Kneich

Jerry Glick

Claude Pumilia

**I. ■■■■■■ CALL TO ORDER**

The Meeting of the Board of Directors of DUSPA was called to order at 1:31 p.m. by Elbra Wedgeworth, DUSPA Board President.

**II. ■■■■■■ WELCOME AND INTRODUCTION OF GUESTS**

Elbra Wedgeworth welcomed the Board Members and Guests to the meeting.

**III. ■■■■■■ PUBLIC COMMENT**

There was no public comment.

#### **IV. PUBLIC COMMENT ROLL CALL**

At the request of Elbra Wedgeworth, Dawn Bookhardt called roll. Please see above.

## **V. APPROVAL OF MEETING MINUTES**

Jerry Glick moved to approve the August 6, 2009 meeting minutes.

Dawn Bookhardt stated that the minutes were amended based upon email comments provided by Robin Kneich. Ms. Bookhardt distributed copies of the amended minutes and identified the changes.

Ms. Kneich stated that the amendments reflect her comments.

Jerry Glick moved to approve the August 6, 2009 meeting minutes as amended. Don Hunt seconded the motion. The motion carried unanimously. [\[1\]](#)

## **VI. EXECUTIVE SESSION**

Jerry Glick made a motion that the Board enter into executive session in order to discuss certain matters as permitted under the Colorado Open Meetings Law (C.R.S. §24-6-401 et seq.) related to financial negotiations, and financial management. Mario Carrera seconded the motion. The

vote carried unanimously.

The Board entered executive session at 1:35 p.m.

Pursuant to a motion by Jerry Glick, seconded by Elbra Wedgeworth and a unanimous vote, the Board exited executive session and reopened the meeting to the public at 2:23 p.m.

## **VII. DISCUSSION ITEMS**

### **A. Plan of Finance/Schedule and Update**

This discussion was postponed to allow Bill Mosher to present the Owner's Representative Report.

B. Owner's Representative Report

Prior to the introduction of SOM, Bill Mosher distributed a letter from Iowa Pacific railroad and Winter Park that suggests Iowa Pacific is working to replace Ski Train. He stated that before Iowa Pacific can operate a new Ski Train, three things must occur, as follows:

1<sup>st</sup> Phil Anschutz must give up his Union Pacific track rights.

2<sup>nd</sup> Iowa Pacific must acquire those rights.

3<sup>rd</sup> DUSPA must negotiate a deal with Iowa Pacific for them to use the Denver Union Station.

Mr. Mosher indicated that, if Iowa Pacific does not successfully obtain rights to use the Union Pacific tracks to Winter Park, then there will be nothing for DUSPA to do.



Elbra Wedgeworth requested that Mr. Mosher call Gary DeFrange, President and CEO of Winter Park to acknowledge receipt.

Bill Mosher suggested that Mike Sullivan has been working closely with Amtrak and that it appears the parties are very close to reaching agreement regarding the temporary facilities.

Mr. Mosher stated that the Peer Design Review Group has had its third official meeting as well as interim committee meetings.

Mr. Mosher stated that the Denver Planning Board has approved the Urban Design Package Number 1 for the project.

Don Hunt inquired as to whether DUSPA should prepare a moral support style resolution for Winter Park and Iowa Pacific regarding the Ski Train.

Diane Barrett stated that she received an email from Gary DeFrange requesting some level of

support by DUSPA for their work on Ski Train.

Bill Mosher inquired as to whether DUSPA is willing to pay the costs for a temporary platform in the event Iowa Pacific succeeds.

Jerry Glick responded that DUSPA should not offer or commit to pay for a platform at this time because the costs are not known, but that moral support would be appropriate.

Mr. Mosher introduced Kristopher Takacs of SOM.

Mr. Takacs initiated a power point presentation and stated that the Urban Design Package Number 1 that was recently approved is for the area from the LRT to Wewatta Street and was approved on August 19, 2009.

The power point slides showed design considerations for the LRT area and included drawings of the old and new canopy schematics and the concept of separating the ventilation stacks for

the bus facility. The sketch showed two intake stacks and one exhaust stack. Additional slides showed drawings of the following:

- The Chestnut Street pavilion with a fabric roof and tubular structural elements.
  
- Ground level skylights in 17<sup>th</sup> Street to provide natural light for the concourse in the center of the bus terminal below 17<sup>th</sup> Street.
  
- The emergency egress stairs in 17<sup>th</sup> Street and considerations for making the stairs an architectural feature.
  
- The train hall structure and roof and options for the configuration of the columns and the technology trusses.
  
- The train hall as an enlarged (longer) structure in the event the Lot B and Lot G overbuilds are not constructed.

- The pavilion between the historic station and the new train room.
  
- The Wewatta Street pavilion.

Mr. Takacs also described the components of Urban Design Package #3, which will include the balance of the District. Package #3A will be the landmark submittal and Package #3B will include all public spaces and streetscape.

Bill Mosher stated that it is difficult to change the transit elements because of the level of design that is completed. He suggested that any changes should be very tactical. His comments to design elements in the slide show are as follows:

- The peer group likes the look of the separated stacks. The cladding options for the stacks may be costly.

- No one likes the exit stairs in 17<sup>th</sup> Street. The question is whether these stairs can be turned into a feature that improves overall accessibility to the bus facility.
  
- The commuter rail structure is a significant problem because the changes being discussed are major and the peer group wanted to carry the design of this all the way through the process. Mr. Mosher is trying to limit the scope of the changes.

Bill Mosher then asked Tim Mackin to discuss Wewatta Street.

Tim Mackin stated that Kiewit needs to construct some preliminary utility relocations including a 30 inch diameter water conduit. He suggested that during the first few weeks of September the Board will see temporary water conduit and storm sewer construction in Wewatta Street.

Mike Sullivan stated that the critical issues list is getting smaller every week and that he is changing the schedule of his meetings from every week to once every two weeks.

The meeting returned to item A on the agenda – Plan of Finance/Schedule and Update.

Alex Brown stated that the last document he was requested to submit to RRIF was the RTD/DUSPA Funding Agreement. He stated that he obtained a draft copy and provided it to the rating agencies.

Mr. Brown suggested that he is pushing to get ratings from Standard & Poor's (S&P) by August 31<sup>st</sup>. He stated that S&P needed the RTD/DUSPA agreement, and that the draft provided to them shows that RTD is very supportive of DUSPA.

Alex Brown stated that his last status call with RRIF and TIFIA indicated that RRIF and Scully Capital are doing well with their analysis and that RRIF has suggested that they are 10 to 14 days from a preliminary meeting with credit counsel.

Mr. Brown stated that he also provided RRIF with the funding matrix to provide confirmation on the use of funds. He suggested that although all of the details are not sorted out, the matrix provides a good explanation of the use of funds.

Mr. Brown stated that, with respect to TIFIA, DUSPA can not move forward until a credit rating is established. He also stated that the first draft of the TIFIA application is complete and that TIFIA is being briefed by RRIF's consultant. He stated that TIFIA has notified us that it will need a peer review of CBRE's Feasibility Study and that he thought TIFIA would cause the review to be conducted. Mr. Brown stated that he was informed that DUSPA needed to cause the review to be conducted, therefore there is an extra step in the TIFIA process.

Mr. Brown suggested that the benchmark dates to look for are mid-October when both the RRIF and TIFIA loans will be formally presented to credit counsel. He suggested that, if successful before credit counsel, RRIF and TIFIA will meet with the Transportation Secretary and Office of Management and Budget three weeks later and that he anticipates having a term sheet for the loans by the middle of November. Mr. Brown stated that the term sheet and closing of the loans occurs at the same time and that the loans could be closed before the end of November.

Mr. Brown identified indirect cost allocations as a technical compliance issue with the federal loans that allows DUSPA to recover some of its overhead costs.

Jerry Glick stated that this will require DUSPA to have budgets for several years forward.

Alex Brown agreed with Mr. Glick and suggested that a five year administrative budget necessary.

#### C. DUSPA Auditor Selection

Prior to discussion of the DUSPA Auditor, Robin Kneich briefly summarized the status of the Public Outreach consultant process as follows:

The subcommittee sent RFQ's to 17 firms.

Responses were received from 10 firms.

Three firms were shortlisted and scheduled for interviews.

Ms. Kneich stated that the next step is to begin negotiation of an agreement with the favored consulting firm and that the goal will be to have a limited scope to control the budget for this contract. She suggested that DUSPA will not announce the name of the firm unless and until an agreement is negotiated.



Elbra Wedgeworth stated that the RFP process to solicit an auditing firm is starting. She stated that DUSPA intends to notify firms and allow them to get on a list for receiving the RFPs.

Dawn Bookhardt suggested that DUSPA should be able to establish a good list of firms.

Mike Sullivan indicated that his group undertook the same process for the hotel and that he can help speed up this process.

#### D. Legal Transaction Report

Dawn Bookhardt stated that there has been a series of working group meetings to establish terms for the first RTD/DUSPA funding agreement and to discuss issues with the Indenture and the flow of funds. She indicated that the funding agreement is in the works and a draft has been submitted to RTD's counsel.

Ms. Bookhardt stated that a Parameters Resolution is in today's Board packet and the resolution is for the purpose of establishing a process for closing transactions. She indicated that the resolution is intended to give the Board and the Finance Team comfort with the process and that a vote on the resolution is intended to be an action item.

Don Hunt suggested that the Board definitely needs this type of resolution and that it should pass, however there may be questions as to how the parameters work.

Dawn Bookhardt responded that the parameters are that the Board is engaged, the Board has knowledge and the Board needs to be in support of the transaction. She suggested that if all of these parameters are in place, the Board will see a future "closing" resolution with more detailed parameters of the transaction, such as the funding source, rate and term.

Dawn Bookhardt suggested that the resolution before the Board is different in that it authorizes a committee and the President of the Board to move forward on a transaction as long as the Board is in agreement with the actions to be taken. She confirmed that this resolution provides interim authority to move the transaction forward as long as there is consensus on the terms after the Finance Committee and the President have reported to the Board on a monthly basis but that a separate "closing" resolution is necessary to finalize a transaction.

Ms. Bookhardt also confirmed that the requested resolution will provide the subcommittee and the President with the authority to move forward with the TIFIA and RRIF transactions.

Don Hunt asked whether it is correct that any final agreement will still come before the Board.

Dawn Bookhardt responded that Mr. Hunt is correct and that that there must be a final resolution approving any loan transaction.

Robin Kneich asked whether a vote on this resolution can be deferred until the next meeting in following with the two-meeting process for action regarding agreements.

Ms. Bookhardt responded that the resolution can be deferred and that Board members can have an opportunity to comment.

Robin Kneich inquired as to whether there are any financial matters that would be interfered with if we defer action on this resolution.

Alex Brown responded that nothing is pending that would be affected by not voting today.

Robin Kneich stated that the language in the resolution that says “loans and implementation of the project” seems broad and she would like to see the parameters better clarified.

Elbra Wedgeworth stated that DUSPA will postpone the resolution until September 3<sup>rd</sup> and that any comments should be sent to Dawn Bookhardt.

Terry Howerter inquired as to whether item #2 in the resolution impacts the RRIF and TIFIA applications.

Alex Brown responded that it does not impact the application process and that, for now, he is just submitting documents.

## **VII. ACTION ITEMS RESULTING FROM EXECUTIVE SESSION AND DISCUSSION**

None. The vote on the Parameters Resolution is postponed.

## **X. CARRYOVER AND FUTURE AGENDA ITEMS**

Please look forward to an update/discussion of the RRIF, TIFIA and TIGER application process.

Mr. Mosher will have an update regarding:

- i) additional construction matters
- ii) critical issues and
- iii) the project budget.

Marla Lien will update the Board on the litigation between CoRail and the FTA.

Mario Carrera will provide an update on the negotiations for the public outreach consultant.

Dawn Bookhardt and Cole Finnegan will continue reporting on transaction movement as appropriate.

## **XI. ADJOURNMENT**

There being no further business, the meeting was adjourned at 3:32 p.m.

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[\[1\]](#) Claude Pumilia and Judy Montero arrived shortly after this vote.